INTEGRATED INVESTMENT GROUP LIMITED

ABN 23 080 939 135

NOTICE OF ANNUAL GENERAL MEETING

This Document contains: -

- EXPLANATORY MEMORANDUM
- PROXY FORM

DATE OF MEETING:	Friday 26 November 2004
TIME OF MEETING:	10.00AM (SYDNEY TIME)
PLACE OF MEETING:	York Conference and Function Centre, Anzac Room, Level 2, 99 York St, Sydney NSW

PROXY INFORMATION

The proxy form must be completed and lodged with the Company at the Company's Share Registry, ASX Perpetual Registrars Limited at:

Level 22, 300 Queen Street,
Brisbane QLD 4000

GPO Box 2537,
Brisbane QLD 4001

Facsimile (07) 3228 4999

not less than two (2) clear business days (48 hours) before the time appointed for holding of the Annual General Meeting.

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.

If a member wishes to direct a proxy how to vote, an "X" should be inserted in the appropriate space against each resolution to be proposed at the meeting, otherwise the proxy may vote as he or she thinks fit or may abstain from voting.

The form must be signed personally by the member or by his or her attorney. A corporation must sign under its Constitution.

Where the form is signed by an attorney, a copy of the relative Power of Attorney, if not previously exhibited to the Company, must be produced at the address stated above not less than forty eight (48) hours before the time appointed for holding the Annual General Meeting.

Documents may be lodged by post or facsimile to the address or facsimile number stated above.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Company will be held on Friday 26 November 2004 at 10.00am (Sydney time) at York Conference and Function Centre, Anzac Room, Level 2, 99 York St, Sydney in the State of New South Wales.

Agenda

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Directors' Report and Financial Statements for the year ended 30 June 2004.

ORDINARY BUSINESS

1. ELECTION OF DIRECTOR - MR TIMOTHY JOHN MOORE

To consider and, if thought fit, approve the following as an ordinary resolution of the Company:

"That Mr Timothy John Moore who retires in accordance with Article 16.5 of the Company's Constitution and being eligible offers himself for re-election as a Director."

2. ELECTION OF DIRECTOR - MR RICHARD DANIELL

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That Mr Richard Daniell who retires in accordance with Article 16.5 of the Company's Constitution and being eligible offers himself for re-election as a Director."

3. RATIFICATION OF ISSUE OF ORDINARY SHARES - VITTORIA ANNOSCIA-THORNLEY

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue of 1,353,991 ordinary shares in the capital of the Company at 10 cents ($0.10) per share to Vittoria Annoscia-Thornley be hereby ratified and approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) The shares issued have all of the same rights and entitlements as all other fully paid shares in the capital of the Company;

(ii) Cash proceeds totalling $135,399.11 were raised by the Company from the issue of these shares; and

(iii) The shares issued in accordance with this resolution provided additional working capital to the Company for use in its existing business operations.

(iv) Voting Exclusion Statement:

The company will disregard all votes cast on this resolution by:

- Vittoria Annoscia-Thornley; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

4. RATIFICATION OF ISSUE OF EMPLOYEE SHARE OPTIONS

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue of the following unlisted employee share options exercisable at ten cents ($0.10) per share on or before 1 July 2009 be hereby ratified and approved":

Steven Hopkinson	250,000 options
Michelle Day	83,333 options
Brent Bailey	250,000 options
Michael Rome	100,000 options

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement

The company will disregard all votes cast on this resolution by:

- Steven Hopkinson, Michelle Day, Brent Bailey and Michael Rome; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of any of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

5. RATIFICATION OF ISSUE OF EMPLOYEE SHARE OPTIONS

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue of the following unlisted employee share options exercisable at ten cents ($0.10) per share on or before 23 April 2009 be hereby ratified and approved":

Steven Hopkinson 750,000 options

Michelle Day 166,667 options

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement

The company will disregard all votes cast on this resolution by:

- Steven Hopkinson and Michelle Day; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of any of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

6. RATIFICATION OF ISSUE OF ORDINARY SHARES

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue of 4,956,473 ordinary shares in the capital of the Company at 10 cents ($0.10) per share in the following proportions to the following entities be hereby ratified and approved": -

Ken Done and Associates Pty Limited < Superannuation Fund>	4,763,630
Done Nominees Pty Limited < Done Superannuation Plan>	140,034
Driessen Insurance Brokers Pty Limited <Superannuation Fund>	24.658
Cotsenvy Pty Limited <Nasser Family Trust>	28,151

(Notes: In accordance with the provisions of the Listing Rules:

(i) The shares issued have all of the same rights and entitlements as all other fully paid shares in the capital of the Company; and

(ii) Unsecured loans to the Company totalling $495,647.26 were converted to equity in the Company from the issue of these shares.

(iii) Voting Exclusion Statement:

The company will disregard all votes cast on this resolution by:

- Ken Done and Associates Pty Limited <Superannuation Fund>; Done Nominees Pty Limited <Done Superannuation Plan>; Driessen Insurance Brokers Pty Limited <Superannuation Fund> and Cotsenvy Pty Limited <Nasser Family Trust>; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of any of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

7. ALLOTMENT OF OPTIONS - HAKUNA MATATA GROUP PTY LIMITED

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 10.11 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue to The Hakuna Matata Group Pty Limited of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement

The company will disregard all votes cast on this resolution by:

- The Hakuna Matata Group Pty Limited; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of any of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

8. ISSUE OF ORDINARY SHARES - THE HAKUNA MATATA GROUP PTY LIMITED

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.1 and 10.11 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue of 950,000 ordinary shares in the capital of the Company at 10 cents ($0.10) per share to The Hakuna Matata Group Pty Limited be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) The shares issued have all of the same rights and entitlements as all other fully paid shares in the capital of the Company;

(ii) The Hakuna Matata Group Pty Limited has agreed to make a placement in the Company on 26 November 2004 for a cash consideration to the Company of $95,000; and

(iii) The shares issued in accordance with this resolution will provide additional working capital to the Company for use in its existing business operations.

(iv) Voting Exclusion Statement:

The company will disregard all votes cast on this resolution by:

- The Hakuna Matata Group Pty Limited; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

9. ISSUE OF ORDINARY SHARES - BENTLEY BARTON PARTNERS PTY LIMITED

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.1 and 10.11 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue of 326,510 ordinary shares in the capital of the Company at 10 cents ($0.10) per share to Bentley Barton Partners Pty Limited be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) The shares issued have all of the same rights and entitlements as all other fully paid shares in the capital of the Company;

(ii) Bentley Barton Partners Pty Limited, has agreed to make a placement in the Company on 26 November 2004 for a cash consideration to the Company of $32,651; and

(iii) The shares issued in accordance with this resolution will provide additional working capital to the Company for use in its existing business operations.

(iv) Voting Exclusion Statement:

The company will disregard all votes cast on this resolution by:

- Bentley Barton Partners Pty Limited; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

10. ALLOTMENT OF OPTIONS - MR BRIAN CURRIE

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.1 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue to Mr Brian Currie of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement:

The company will disregard all votes cast on this resolution by:

- Mr Brian Currie; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

11.ALLOTMENT OF OPTIONS - MR RICHARD DANIELL

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 10.11 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue to Mr Richard Daniell of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement:

The company will disregard all votes cast on this resolution by:

- Mr Richard Daniell; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

12. ALLOTMENT OF OPTIONS - MR ROBERT REYNOLDS

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.1 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue to Mr Robert Reynolds of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement:

The company will disregard all votes cast on this resolution by:

- Mr Robert Reynolds; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides].

13. ALLOTMENT OF OPTIONS - MR BILL HOLDEN

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.1 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue to Mr Bill Holden of 1,176,286 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement

The company will disregard all votes cast on this resolution by:

- Mr Bill Holden; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of any of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

14. ALLOTMENT OF OPTIONS - MR SIMON THORNLEY

To consider, and if thought fit, approve the following as an ordinary resolution of the Company:

"That in accordance with the provisions of Rule 7.1 of the Official Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, the issue to Mr Simon Thornley of 439,024 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 be approved".

(Notes: In accordance with the provisions of the Listing Rules:

(i) No funds will be raised from the issue of the options; and

(ii) The shares that would be issued upon exercise of the unlisted options will have all of the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.

(iii) Voting Exclusion Statement

The company will disregard all votes cast on this resolution by:

- Mr Simon Thornley; and
- Any person who, for the purpose of Division 2 Part 1.2 of the Corporations Act would be regarded as an associate of any of the foregoing.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides).

Dated this 22nd day of October 2004

BY ORDER OF THE BOARD

Mr Lyall Gorman

Company Secretary

Introduction

This Explanatory Memorandum forms part of a Notice convening an Annual General Meeting of shareholders of the Company to be held on Friday 26 November 2004. This Memorandum is provided to shareholders, inter alia, pursuant to Listing Rule 7.3 of the official Listing Rules of the Australian Stock Exchange Limited, to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Under ASX Listing Rule 7.1, subject to certain exceptions, a company may not issue shares equivalent in number to more than 15% of its share capital in any rolling 12-month period without the prior approval of its shareholders.

Securities, which are issued with shareholder approval, do not count towards the 15% limit. Listing Rule 7.3 sets out the information required to be provided to shareholders when seeking shareholder approval under Listing Rule 7.1 for an issue of shares.

Annual Financial Statements and Reports

This is a standard presentation for an Annual General Meeting and no further comment is made about it in this Explanatory Memorandum.

1. RESOLUTION 1 - APPOINTMENT OF DIRECTOR - MR TIMOTHY JOHN MOORE

Mr Timothy John Moore was appointed as a Director of the Company on 23 April 2004 and since the Company's last Annual General Meeting. In accordance with Article 16.5 of the Company's Constitution Mr Moore is obliged to retire at the first Annual General Meeting following his appointment. Mr Moore, being eligible, offers himself for re-election as a Director.

2. RESOLUTION 2 - APPOINTMENT OF DIRECTOR - MR RICHARD DANIELL

Mr Richard Daniell was appointed as a Director of the Company on 22 October 2004 and since the Company's last Annual General Meeting. In accordance with Article 16.5 of the Company's Constitution Mr Daniell is obliged to retire at the first Annual General Meeting following his appointment. Mr Daniell, being eligible, offers himself for re-election as a Director.

3. RESOLUTION 3 - RATIFICATION OF ISSUE OF SHARES - VITTORIA ANNOSCIA-THORNLEY

On 4 May 2004 Vittoria Annoscia-Thornley agreed to subscribe for 1,353,991 ordinary shares in the capital of the Company at an issue price of ten cents ($0.10) per share for a cash consideration of $135,399.11.

Ratification and approval of the share issue is sought from shareholders in compliance with Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange.

4. RESOLUTION 4 - RATIFICATION OF ISSUE OF EMPLOYEE SHARE OPTIONS

The Company has an Executive and Employee Share Option Plan ('the Plan").

The Company already holds shareholder approval for a maximum of up to 10% of the Company's share capital from time to time to be available for issuance to employees and executives under the Plan.

The purpose of the Plan is to attract, motivate, retain and reward executives and employees of high calibre. The rewards for the executives and employees participating in the Plan are tied to the fortunes of the Company, linking the value of any incentives granted under the Plan to the performance of the Company and the creation of wealth for the Company's shareholders.

Steven Hopkinson, Michelle Day, Brent Bailey and Michael Rome are employees of the Company's controlled entity, Oculogic Pty Limited trading as Photolibrary.com ("Photolibrary").

On 1 July 2004 each of these employees was issued with employee share options in lieu of previous employee share options held by them in Photolibrary.

These options are exercisable at ten cents ($0.10) per share on or before 1 July 2009 under the terms and conditions of the Plan and in the following quantities:

Steven Hopkinson	250,000 options
Michelle Day	83,333 options
Brent Bailey	250,000 options
Michael Rome	100,000 options

Ratification and approval of the employee share option issue to Steven Hopkinson, Michelle Day, Brent Bailey and Michael Rome is sought from shareholders in compliance with Rule 7.4 of the Official Listing Rules of the Australian Stock exchange.

5. RESOLUTION 5 - RATIFICATION OF ISSUE OF EMPLOYEE SHARE OPTIONS

The Company has an Executive and Employee Share Option Plan ('the Plan').

The Company already holds shareholder approval for a maximum of up to 10% of the Company's share capital from time to time to be available for issuance to employees and executives under the Plan.

The purpose of the Plan is to attract, motivate, retain and reward executives and employees of high calibre. The rewards for the executives and employees participating in the Plan are tied to the fortunes of the Company, linking the value of any incentives granted under the Plan to the performance of the Company and the creation of wealth for the Company's shareholders.

Steven Hopkinson and Michelle Day are employees of the Company's controlled entity, Oculogic Pty Limited trading as Photolibrary.com ("Photolibrary").

On 23 April 2004 each of these employees was issued with employee share options in lieu of previous employee share options held by them in Photolibrary.

These options are exercisable at ten cents ($0.10) per share on or before 23 April 2009 under the terms and conditions of the Plan and in the following quantities:

Steven Hopkinson	750,000 options
Michelle Day	166,667 options

Ratification and approval of the employee share option issue to Steven Hopkinson and Michelle Day is sought from shareholders in compliance with Rule 7.4 of the Official Listing Rules of the Australian Stock exchange.

6. RESOLUTION 6 - RATIFICATION OF ISSUE OF ORDINARY SHARES

On 30 June 2004 Ken Done and Associates Pty Limited <Superannuation Fund>; Done Nominees Pty Limited <Done Superannuation Plan>; Driessen Insurance Brokers Pty Limited <Superannuation Fund> and Cotsenvy Pty Limited <Nasser Family Trust> agreed to convert unsecured loans totalling $495,647.26 into equity in the Company subsequent to the issue of 4,956,473 ordinary shares in the capital of the Company at an issue price of ten cents ($0.10) per share. These shares were allotted to the respective entities by the Company on 30 June 2004.

Ratification and approval of the share issue is sought from shareholders in compliance with Rule 7.4 of the Official Listing Rules of the Australian Stock Exchange.

7. RESOLUTION 7 - APPROVAL OF ALLOTMENT OF OPTIONS - THE HAKUNA MATATA GROUP PTY LIMITED

The proposed allotment to The Hakuna Matata Group Pty Limited of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 is in acknowledgement and recognition of services provided to the Company by The Hakuna Matata Group Pty Limited since 8 November 2000.

The Hakuna Matata Group Pty Limited is a related party of one of the Company's Directors, Mr Lyall Gorman.

It is expected, that should shareholders approve the proposed allotment, the options would be issued on or about 26 November 2004, and in any case within one month of the date of this meeting, and will expire on 26 November 2009.

Approval of the share option issue to The Hakuna Matata Group Pty Limited is sought from shareholders in compliance with Rule 10.11 of the Official Listing Rules of the Australian Stock exchange.

8. RESOLUTION 8 - APPROVAL OF ISSUE OF ORDINARY SHARES - THE HAKUNA MATATA GROUP PTY LIMITED

The Hakuna Matata Group Pty Limited has agreed to subscribe for 950,000 ordinary shares in the capital of the Company at an issue price of ten cents ($0.10) per share effective 26 November 2004.

The Hakuna Matata Group Pty Limited is a related party of one of the Company's Directors, Mr Lyall Gorman.

The Company will receive a cash consideration of $95,000 as a result of the issue of these shares.

It is expected, that should shareholders approve this resolution, the shares would be issued on 26 November 2004, and in any case within one month of the date of this meeting.

Ratification and approval of the share issue is sought from shareholders in compliance with Rule 7.1 and 10.11 of the Official Listing Rules of the Australian Stock Exchange.

9. RESOLUTION 9 - APPROVAL OF ISSUE OF ORDINARY SHARES - BENTLEY BARTON PARTNERS PTY LIMITED

Bentley Barton Partners Pty Limited has agreed to subscribe for 326,510 ordinary shares in the capital of the Company at an issue price of ten cents ($0.10) per share effective 26 November 2004.

Bentley Barton Partners Pty Limited is a related party of one of the Company's Directors, Mr Gary Taylor.

The company will receive a cash consideration of $32,651 as a result of the issue of these shares.

It is expected, that should shareholders approve this resolution, the shares would be issued on or about 26 November 2004 and in any case within one month of the date of this meeting.

Approval of the share issue is sought from shareholders in compliance with Rule 7.1 and 10.11 of the Official Listing Rules of the Australian Stock Exchange.

10. RESOLUTION 10 - APPROVAL OF ALLOTMENT OF OPTIONS - MR BRIAN CURRIE

The proposed allotment to Mr Brian Currie of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 is in recognition of services provided to the Company's subsidiary Oculogic Pty Limited trading as Photolibrary.com ("Photolibrary") by Mr Currie.

Mr Currie is a former Director of Photolibrary and agreed to resign in that capacity at the time of the acquisition of Photolibrary by the Company and Southern Star Group Limited.

It is expected, that should shareholders approve the proposed allotment, the options would be issued on or about 26 November 2004, and in any case within one month of the date of this meeting and will expire on 26 November 2009.

Approval of the share option issue to Mr Currie is sought from shareholders in compliance with Rule 7.1 of the Official Listing Rules of the Australian Stock exchange.

11. RESOLUTION 11 - APPROVAL OF ALLOTMENT OF OPTIONS - MR RICHARD DANIELL

The proposed allotment to Mr Richard Daniell of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 is in recognition of services provided to the Company's subsidiary Oculogic Pty Limited trading as Photolibrary.com ("Photolibrary") by Mr Daniell.

Mr Daniell is a current Director of both Photolibrary and Integrated Investment Group Limited having been appointed a Director of Integrated Investment Group Limited on 22 October 2004.

It is expected, that should shareholders approve the proposed allotment, the options would be issued on or about 26 November 2004, and in any case within one month of the date of this meeting and will expire on 26 November 2009.

Approval of the share option issue to Mr Daniell is sought from shareholders in compliance with Rule 10.11 of the Official Listing Rules of the Australian Stock exchange.

12. RESOLUTION 12 - APPROVAL OF ALLOTMENT OF OPTIONS - MR ROBERT REYNOLDS

The proposed allotment to Mr Robert Reynolds of 500,000 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 is in recognition of services provided to the Company's subsidiary Oculogic Pty Limited trading as Photolibrary.com ("Photolibrary") by Mr Reynolds.

Mr Reynolds is a former Director of Photolibrary and agreed to resign in that capacity at the time of the acquisition of Photolibrary by the Company and Southern Star Group Limited. Mr Reynolds is also a former Director of Integrated Investment Group Limited having served in that capacity from 13 December 2002 until 25 February 2003.

It is expected, that should shareholders approve the proposed allotment, the options would be issued on or about 26 November 2004, and in any case within one month of the date of this meeting and will expire on 26 November 2009.

Approval of the share option issue to Mr Reynolds is sought from shareholders in compliance with Rule 7.1 of the Official Listing Rules of the Australian Stock exchange.

13. RESOLUTION 13 - APPROVAL OF ALLOTMENT OF OPTIONS - MR BILL HOLDEN

The proposed allotment to Mr Bill Holden of 1,176,286 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 is a part of the consideration agreed to be paid to Mr Holden for services provided to the Company in relation to the acquisition of the remaining fifty per cent interest in the Photographers Library (UK) Limited by the Company's controlled subsidiary Oculogic Pty Limited trading as Photolibrary.com ("Photolibrary") on 23 April 2004.

It is expected, that should shareholders approve the proposed allotment, the options would be issued on or about 26 November 2004, and in any case within one month of the date of this meeting and will expire on 26 November 2009.

Approval of the share option issue to Mr Holden is sought from shareholders in compliance with Rule 7.1 of the Official Listing Rules of the Australian Stock exchange.

14. RESOLUTION 14 - APPROVAL OF ALLOTMENT OF OPTIONS- MR SIMON THORNLEY

The proposed allotment to Mr Simon Thornley of 439,024 unlisted options exercisable at ten cents ($0.10) per share on or before 26 November 2009 is in recognition of services provided to the Company's subsidiary Oculogic Pty Limited trading as Photolibrary.com ("Photolibrary") by Mr Thornley in lieu of a financial consideration for these services.

It is expected, that should shareholders approve the proposed allotment, the options would be issued on or about 26 November 2004, and in any case within one month of the date of this meeting and will expire on 26 November 2009.

Approval of the share option issue to Mr Thornley is sought from shareholders in compliance with Rule 7.1 of the Official Listing Rules of the Australian Stock exchange.

15. OTHER INFORMATION

There is no other information known to the Company that is material to a shareholders decision on how to vote on the resolutions set out in the Notice of Meeting. However, should any shareholder be in doubt as to how he/she should vote on the resolutions and / or as to how it may effect him/her, he/she should seek advice from his / her accountant and solicitor or other professional advisor as soon as possible. Queries as to the lodgement of proxies and other formalities in relation to the meeting should be directed to the Company Secretary.

16. ACTION TO BE TAKEN BY SHAREHOLDERS

Attached to the Notice of Meeting accompanying this Explanatory Memorandum is a proxy form for use by shareholders. All shareholders are invited and encouraged to attend the meeting, or if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form. Lodgement of the proxy form will not preclude a shareholder from attending and voting at the meeting in person.

PROXY FORM

The Secretary,
Integrated Investment Group Limited (ACN 080 939 135)
C/- ASX Perpetual Registrars Limited
Level 22, 300 Queen Street
Brisbane QLD 4000
Facsimile (07) 3228 4999

I (the undersigned) ______________________________ of ______________________________________

(FULL NAME) (ADDRESS)

being a member of Integrated Investment Group Limited ACN 080 939 135 hereby appoint:

______________________________ of ______________________________________

(FULL NAME) (ADDRESS)

or, failing him, the Chairman of the Meeting as my proxy to attend and exercise _____% of my votes on my behalf at the Annual General Meeting of the Company to be held on Friday 26 November 2004 and at any adjournment thereof.

The Chairman advises that it is his intention to vote in favour of the Resolutions as set out in the Notice of Meeting in respect of any undirected proxies which may be granted in favour of the Chairman. This proxy is to be used as follows in relation to the resolutions to be proposed at the meeting:

RESOLUTION

	FOR	AGAINST	ABSTAIN
Ordinary Business			
1. To authorise the appointment of Mr Timothy John Moore as a Director of the Company.	☐	☐	☐
2. To authorise the appointment of Mr Richard Daniell as a Director of the Company.	☐	☐	☐
3. To ratify the issue by the Company of 1,353,991 ordinary shares to Vittoria Annoscia-Thornley.	☐	☐	☐
4. To ratify the issue by the Company of employee share options to Steven Hopkinson, Michelle Day, Brent Bailey and Michael Rome.	☐	☐	☐
5. To ratify the issue by the Company of employee share options to Steven Hopkinson and Michelle Day.	☐	☐	☐
6. To ratify the issue by the Company of 4,956,473 ordinary shares to Ken Done and Associates Pty Limited<Superannuation Fund>; Done Nominees Pty Limited <Done Superannuation Plan>; Driessen Insurance Brokers Pty Limited <Superannuation Fund>; and Cotsenvy Pty Limited <Nasser Family Trust>.	☐	☐	☐
7. To authorise the issue of 500,000 unlisted options to The Hakuna Matata Group Pty Limited.	☐	☐	☐
8. To authorise the issue of 950,000 ordinary shares to The Hakuna Matata Group Pty Limited.	☐	☐	☐
9. To authorise the issue 326,510 ordinary shares to Bentley Barton Partners Pty Limited.	☐	☐	☐

RESOLUTION (CONT)

	FOR	AGAINST	ABSTAIN
10. To authorise the issue of 500,000 unlisted options to Mr Brian Currie.	☐	☐	☐
11. To authorise the issue of 500,000 unlisted options to Mr Richard Daniell.	☐	☐	☐
12. To authorise the issue of 500,000 unlisted options to Robert Reynolds.	☐	☐	☐
13. To authorise the issue of 1,176,286 unlisted options to Mr Bill Holden.	☐	☐	☐
14. To authorise the issue of 439,024 unlisted options to Mr Simon Thornley.	☐	☐	☐

NOTE: IF YOU HAVE NOT COMPLETED VOTING INSTRUCTIONS - PLEASE READ BELOW

If you do not wish to direct your proxy how to vote, please place a mark in the box ☐.

By marking this box, you acknowledge that the chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is _______ %.

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete One)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).